

AD ASTRA ROCKET COMPANY and SUBSIDIARIES

(UNAUDITED)

CONSOLIDATED FINANCIAL STATEMENTS

**As of and for the Periods Ended
June 30, 2017 and December 31, 2016**

AD ASTRA ROCKET COMPANY and SUBSIDIARIES
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AD ASTRA ROCKET COMPANY and SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
for the periods ended June 30, 2017 and December 31, 2016

<u>ASSETS</u>	<u>Jun 30, 2017</u>	<u>Dec 31, 2016</u>
Current assets:		
Cash	\$ 505,717	\$ 302,303
Accounts receivable	14,789	15,478
Prepaid expenses	<u>31,838</u>	<u>18,109</u>
Total current assets	<u>552,344</u>	<u>335,890</u>
Property and equipment, net	1,406,549	458,846
Other assets	<u>36,794</u>	<u>59,934</u>
Total assets	<u>\$ 1,995,687</u>	<u>\$ 854,670</u>
 <u>LIABILITIES AND STOCKHOLDERS' DEFICIT</u>		
Current liabilities:		
Line of credit, related party	\$ 408,000	\$ 408,000
Notes payable, current portion	112,736	243,642
Note payable, related party	500,000	500,000
Accounts payable	129,343	133,865
Accounts payable, related party	279,656	279,656
Accrued liabilities	910,858	886,217
Interest payable to related party	<u>191,017</u>	<u>174,071</u>
Total current liabilities	2,531,610	2,625,451
Long-term liabilities:		
Notes Payable, net of current portion	<u>1,293,914</u>	<u>179,142</u>
Total liabilities	<u>3,825,524</u>	<u>2,804,593</u>
Commitments and contingencies		
Stockholders' deficit:		
Preferred stock:		
Series A, \$0.01 par value, 2,200 shares authorized; 369 shares issued and outstanding	4	4
Series C, \$0.01 par value, 1,000 shares authorized; 26 shares issued and outstanding	-	-
Common stock, \$0.01 par value, 75,000,000 shares authorized; 21,000,713 and 20,997,713 shares issued and outstanding	210,011	210,008
Additional paid-in capital	33,831,138	33,807,880
Accumulated deficit	<u>(35,870,990)</u>	<u>(35,967,815)</u>
Total stockholders' deficit	<u>(1,829,837)</u>	<u>(1,949,923)</u>
Total liabilities and stockholders' deficit	<u>\$ 1,995,687</u>	<u>\$ 854,670</u>

The accompanying notes are an integral part of these consolidated financial statements.

AD ASTRA ROCKET COMPANY and SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
for the periods ended June 30, 2017 and December 31, 2016

	<u>Jun 30, 2017</u>	<u>Dec 31, 2016</u>
General and administrative expenses:		
Payroll expense	\$ 808,095	\$ 1,617,747
Professional fees	69,652	109,400
Other general and administrative expenses	<u>737,047</u>	<u>1,582,086</u>
Total general and administrative expenses	1,614,794	3,309,233
Other income (expense):		
Interest income	5	12
Interest expense	(36,197)	(67,784)
Other income, net	<u>1,747,810</u>	<u>3,273,004</u>
Total other income (expense), net	<u>1,711,618</u>	<u>3,205,232</u>
Net loss before provision for income taxes	96,824	(104,001)
Provision for income taxes	<u>-</u>	<u>-</u>
Net income (loss)	<u>\$ 96,824</u>	<u>\$ (104,001)</u>
Basic and diluted loss per share	<u>\$ 0.00</u>	<u>\$ (0.00)</u>
Basic weighted-average shares outstanding	<u>21,000,713</u>	<u>20,997,811</u>

The accompanying notes are an integral part of these consolidated financial statements.

AD ASTRA ROCKET COMPANY and SUBSIDIARIES
CONSOLIDATED STATEMENTS OF STOCKHOLDERS DEFICIT
for the periods ended June 30, 2017 and December 31, 2016

	<u>Preferred Stock</u>				<u>Common Stock</u>		<u>Additional Paid-In Capital</u>	<u>Accumulated Deficit</u>	<u>Total Stockholders Equity(Deficit)</u>
	<u>Series A Shares</u>	<u>Amount</u>	<u>Series C Shares</u>	<u>Amount</u>	<u>Shares</u>	<u>Amount</u>			
Balance as of December 31, 2015	369	\$ 4	26	\$ -	20,997,713	\$ 209,978	\$33,746,700	\$(35,863,814)	\$ (1,907,132)
Common stock issued for cash	-	-	-	-	3,000	30	12,480	-	12,510
Compensatory stock options granted	-	-	-	-	-	-	48,700	-	48,700
Net loss	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(104,001)</u>	<u>(104,001)</u>
Balance as of December 31, 2016	369	4	26	-	21,000,713	210,008	33,807,880	(35,967,815)	(1,949,923)
Common stock issued for cash, net of issuance costs of \$0	-	-	-	-	-	-	-	-	-
Compensatory stock options granted	-	-	-	-	-	-	23,262	-	23,262
Net gain	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>96,824</u>	<u>96,824</u>
Balance as of June 30, 2017	<u>369</u>	<u>\$ 4</u>	<u>26</u>	<u>\$ -</u>	<u>21,000,713</u>	<u>\$ 210,008</u>	<u>\$33,831,142</u>	<u>\$(35,870,991)</u>	<u>\$ (1,829,837)</u>

The accompanying notes are an integral part of consolidated financial statements

AD ASTRA ROCKET COMPANY and SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
for the periods ended June 30, 2017 and December 31, 2016

	<u>Jun 30, 2017</u>	<u>Dec 31, 2016</u>
Cash flows from operating activities:		
Net income (loss)	\$ 96,824	\$ (104,001)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization expense	58,743	101,553
Loss from disposal of fixed assets	-	1,932
Compensatory element of stock option grants	23,262	48,700
Changes in operating assets and liabilities:		
Accounts receivable	689	19,511
Prepaid expenses	(13,729)	1,643
Other assets	21,890	-
Accounts payable and accrued liabilities	20,119	31,539
Interest payable, related party	<u>16,946</u>	<u>33,613</u>
Net cash used in operating activities	<u>(224,744)</u>	<u>134,490</u>
Cash flows from investing activities:		
Purchases of equipment	<u>(5,196)</u>	<u>(174,549)</u>
Net cash used in investing activities	<u>(5,196)</u>	<u>(174,549)</u>
Cash flows from financing activities:		
Payments on notes payable	(240,632)	(16,757)
Payments on notes payable, equipment	(6,552)	(8,263)
Proceeds from notes payable, bank	231,050	-
Net proceeds from Issuance of common stock	<u>-</u>	<u>12,510</u>
Net cash provided by financing activities	<u>(16,134)</u>	<u>(4,247)</u>
Net Increase (decrease) in cash and cash equivalents	203,414	(44,306)
Cash and cash equivalents, beginning of period	<u>302,303</u>	<u>346,609</u>
Cash and cash equivalents, end of period	<u>\$ 505,717</u>	<u>\$ 302,303</u>
Supplemental Disclosure of Cash Flow Information:		
Cash paid for interest	<u>\$ 19,036</u>	<u>\$ 34,013</u>
Non-cash Investing and Financing Activities:		
Solar equipment acquired for directly related debt	<u>\$ -</u>	<u>\$ 200,000</u>
Building and Land acquired for directly related debt	<u>\$ 1,000,000</u>	<u>\$ -</u>

The accompanying notes are an integral part of these consolidated financial statements.

AD ASTRA ROCKET COMPANY and SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies

Ad Astra Rocket Company and Subsidiaries (the "Company" or "AARC") was incorporated on January 14, 2005 and officially organized on July 15, 2005 in Houston, Texas. The Company engages in research and development of technology and manufactures prototypes based on its research and development, including work on advanced plasma technology, the Variable Specific Impulse Magnetoplasma Rocket ("VASIMR") and Hydrogen transportation systems.

Basis of Consolidation

The consolidated financial statements include the accounts of the Company's direct, wholly-owned subsidiaries: Ad Astra Rocket Company (Costa Rica) S.R.L. incorporated in Costa Rica, and Ad Astra Servicios Energeticos Y Ambientales, Inc. a Delaware corporation. The consolidated financial statements also include the accounts of the Company's indirect, wholly owned subsidiary Ad Astra Servicios Energeticos y Ambientales AASEA, S.R.L., a Costa Rican corporation which is a direct, wholly-owned subsidiary of Ad Astra Servicios Energéticos Y Ambientales, Inc. All significant intercompany accounts and transactions have been eliminated in consolidation.

The financial position, results of operations and cash flows of the Company's foreign subsidiary are determined using the United States dollar as the functional currency.

Cash and Cash Equivalents

For purposes of reporting cash flows, the Company considers all short-term investments with an original maturity of three months or less to be cash equivalents.

Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP") requires management to make estimates and assumptions that affect the reported amounts of certain assets and liabilities. These estimates also impact disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the related reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Management believes that its estimates are reasonable.

Account Receivable and Allowance for Doubtful Accounts

The Company provides services to entities located primarily in the United States and Costa Rica. The Company grants credit only after an evaluation of financial condition. The allowance for doubtful accounts reflects management's best estimate of probable losses inherent in the accounts receivable balance. The Company determines the allowance based on known troubled accounts, historical experience, and other currently available evidence. At December 31, 2016 and 2015, there was no allowance as management believes all accounts are collectible.

Property and Equipment

Property and equipment are stated at cost. Depreciation of property and equipment is provided using the straight-line method for financial reporting purposes based on the estimated useful lives of the assets as follows:

	<u>Years</u>
Computers and software	3
Laboratory equipment	5
Machine shop equipment	5
Solar power equipment	10
Land & Building	15

AD ASTRA ROCKET COMPANY and SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies, continued

Property and Equipment, continued

Leasehold improvements are amortized on a straight-line basis based on the shorter of the corresponding lease term or useful life. Expenditures for major renewals and improvements that extend the useful lives of the property and equipment are capitalized. Expenditures for maintenance and repairs are charged to expense as incurred. The cost and accumulated depreciation of assets sold or otherwise disposed of are removed from the accounts and any resulting gain or loss is reflected in operations.

Impairment of Long-Lived Assets

If facts and circumstances indicate that the carrying value of a long-lived asset, including intangible assets, may be impaired, an evaluation of recoverability is performed by comparing the estimated future undiscounted cash flows associated with the asset or the asset's estimated fair value to the asset's carrying amount to determine if a write-down to market value or discounted cash flow is required. During the periods ended June 30, 2017 and December 31, 2016, the Company did not record any impairment expense related to long-lived assets.

Income Taxes

The Company uses the liability method of accounting for income taxes. Under this method, deferred income taxes are recorded to reflect the tax consequences on future years of temporary differences between the tax basis of assets and liabilities and their financial reporting amounts at the end of the reporting period. The Company provides a valuation allowance to reduce deferred tax assets to their net realizable value.

The Company uses Accounting Standards Codification ("ASC") 740-10, "*Accounting for Uncertainty in Income Taxes*," which creates a single model to address uncertain income tax positions and prescribes the minimum recognition threshold a tax position is required to meet for recognition in the financial statements. The Company did not recognize any interest or penalties related to any unrecognized tax position during the periods ended June 30, 2017 and December 31, 2016.

The Company files a consolidated federal income tax return in the United States and state tax returns in the jurisdictions in which it operates.

Stock-Based Compensation

ASC 718-10, "*Accounting for Stock-Based Compensation*", requires companies to estimate the fair value of share-based payment awards on the date of grant using an option-pricing model. The value of the portion of the award that is ultimately expected to vest is recognized as expense over the requisite service periods in the Company's consolidated statement of operations.

Stock-based compensation expense recognized under ASC 718-10 for the periods ended June 30, 2017 and December 31, 2016 was \$23,262 and \$48,700, which consists of stock-based compensation expense related to employee and director stock options issuances.

Loss Per Share

Basic loss per share is calculated based on the weighted average number of common shares outstanding during each period. Diluted loss per share considers shares issuable upon exercise of outstanding stock options that have exercise or conversion prices below the market value of the Company's common stock. At June 30, 2017 there were no stock options excluded from the computation of diluted earnings per share and at December 31, 2016, stock options pertaining to 24,000 shares of common stock have been excluded from the computation of diluted earnings per share because the Company was in a net loss position and their effect would be anti-dilutive.

AD ASTRA ROCKET COMPANY and SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies, continued

Concentrations of Credit Risk

The Company maintains its cash in financial institutions selected by management based upon their assessment of the financial stability of the institution. Balances periodically exceed the federal depository insurance limit; however, the Company has not experienced any losses on deposits.

Revenue and Cost Recognition

Revenues from services provided are recognized when all of the following criteria have been met: (1) evidence of an arrangement exists, (2) the service has been provided to the customer, (3) the price is fixed or determinable and (4) collectability is reasonably assured.

Cost of revenue includes direct labor, supplies, and freight and is recognized as revenue is earned.

The Company has received contracts from US government entities and others for research and development related to the technology for the VASMIR® engine and associated technologies. These projects have been recorded as other income on the statement of operations. During the periods ended June 30, 2017, and December 31, 2016, the Company recorded \$1,747,810 and \$3,273,017, respectively, of other income related to these projects.

Research and Development

Research and development projects and costs are expensed as incurred. These costs consist of direct costs associated with the design of new products. Research and development expenses incurred during the periods ended June 30, 2017 and December 31, 2016, were \$708,663 and \$1,147,692, respectively.

Fair Value of Financial Instruments

Fair value estimates of financial instruments are based on relevant market information and may be subjective in nature and involve uncertainties and matters of significant judgment. The Company believes that the carrying value of its assets and liabilities approximates the fair value of such items. The Company does not hold or issue financial instruments for trading purposes.

The Company adheres to ASC 820 and includes fair value information in the notes to its consolidated financial statements when the fair value of its financial instruments is different from the book value. When the book value approximates fair value, no additional disclosure is made.

Recently Issued Accounting Pronouncements

The Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ASU No. 2016-09, *Compensation—Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting*. For public business entities, the amendments are effective for annual periods beginning after December 15, 2016, and interim periods within those annual periods. For all other entities, the amendments are effective for annual periods beginning after December 15, 2017, and interim periods within annual periods beginning after December 15, 2018. Early adoption is permitted for any entity in any interim or annual period. If an entity early adopts the amendments in an interim period, any adjustments should be reflected as of the beginning of the fiscal year that includes that interim period. An entity that elects early adoption must adopt all of the amendments in the same period.

ASU 2015-14, *Revenue from Contracts with Customer*, which supersedes nearly all existing revenue recognition guidance under U.S. GAAP. The core principle of ASU 2015-14 is recognition of revenues when promised goods or services are transferred to customers in an amount that reflects the consideration to which an entity expects to be entitled for those goods or services. ASU 2015-14 defines a five step process to achieve this core principle and, in doing so, more judgment and estimates may be required than under existing U.S. GAAP. The standard is effective for annual periods beginning after December 15, 2018, using either of the following transition methods: (i) a full retrospective approach reflecting the application of the standard in each prior reporting period with the option to elect certain practical expedients, or (ii) a retrospective approach with the cumulative effect of initially adopting ASU 2015-14 recognized at the date of adoption (which includes

AD ASTRA ROCKET COMPANY and SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies, continued

Recently Issued Accounting Pronouncements, continued

additional footnote disclosures). Management is currently evaluating the future impact of the pending adoption of ASU 2015-14 on the consolidated and combined financial statements and have not yet determined the method under which the standard will be adopted in 2019.

2. Going Concern

Since its inception, the Company has not generated significant revenue from core operations and, accordingly, it has experienced recurring net losses and negative cash flows from operating activities. During the periods ended June 30, 2017 and December 31, 2016 the Company had a net gain of \$96,824, and a net loss of \$104,001, respectively. Depreciation and amortization activities are the primary reason the Company reported negative cash flows from operating activities of \$775,255 for the period ended June 30, 2017, and reported net cash provided by operating activities of \$134,490 for the period ended December 31, 2016. The Company's challenges as a research and development company are further evidenced by its working capital deficiency that was \$1,979,266 and \$2,289,561, at June 30, 2017 and December 31, 2016, respectively. In addition to operational cash flow and financial challenges, investing activities required cash of \$5,196, and \$174,549, during the periods ended June 30, 2017 and December 31, 2016. These factors raise a substantial doubt about the Company's ability to continue as a going concern.

Historically, the Company has financed its operations using sales of its common stock and preferred stock and the issuance of convertible debentures to a related party. Net cash provided in financing activities for \$983,865 in the period ended June 30, 2017 and financing activities used \$4,247 for the period ended December 31, 2016. The Company has received contracts from government entities and others that contribute to the Company's strategic initiatives, as described in the Revenue and Cost Recognition section of Note 1 Summary of Significant Accounting Policies of this report. These have resulted in additional sources of income of \$1,747,810 and \$3,273,017 recorded as other income on the statement of operations for the periods ended June 30, 2017 and December 31, 2016, respectively. The Company expects to continue to be able to source additional projects and income from these entities in the upcoming year.

Management's primary focus is raising the funds necessary to fully implement the Company's business plan. The Company's long-term viability depends on its ability to obtain adequate equity or debt funding to meet current commitments and fund the continuation of its business operations. Ultimately, the Company must achieve adequate profitability and cash flows from operations to sustain its operations. There can be no assurance that management will be able to secure the funding for its existing commitments and continued operations.

3. Accounts Receivable

Accounts Receivable, at June 30, 2017 and December 31, 2016, were \$14,789 and \$15,478, respectively, and relate to various contracts, speaking and consulting engagements.

4. Other Assets

Other assets, at June 30, 2017 and December 31, 2016, was comprised of the following:

	<u>Jun 30, 2017</u>	<u>Dec 31, 2016</u>
Deposits	\$ 15,543	\$ 37,434
License	<u>21,251</u>	<u>22,500</u>
Total	<u><u>\$ 36,794</u></u>	<u><u>\$ 59,934</u></u>

The license included in other assets is an intangible asset obtained from a United States governmental agency that allows the Company to use certain technologies in the development of its advanced plasma rocket

AD ASTRA ROCKET COMPANY and SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

4. Other Assets, continued

propulsion technology. The license was acquired during 2006 for \$50,000 and is being amortized over its 20 year contractual life. The Company recorded amortization expense of \$1,250 and \$2,500 for the periods ended June 30, 2017 and December 31, 2016, respectively.

5. Property and Equipment

Property and equipment at June 30, 2017 and December 31, 2016, and related activity for the years then ended, were as follows:

June 30, 2017

<u>Description</u>	<u>2016</u>	<u>Additions/ Transfers in</u>	<u>Retirements/ Transfers out</u>	<u>2017</u>
Computer and software	\$ 660,514	\$ -	\$ -	\$ 660,514
Laboratory equipment	4,026,163	5,196	-	4,031,359
Machine shop equipment	102,396	-	-	102,396
Leasehold improvements	1,570,963	-	-	1,570,963
Solar power equipment	200,000	-	-	200,000
Land & Building	-	1,000,000	-	1,000,000
Other	<u>145,228</u>	<u>-</u>	<u>-</u>	<u>145,228</u>
	6,705,264	1,005,196	-	7,710,460
Less accumulated depreciation	<u>(6,246,418)</u>	<u>(57,493)</u>	<u>-</u>	<u>(6,303,911)</u>
Net property and equipment	<u>\$ 458,846</u>	<u>\$ 947,703</u>	<u>\$ -</u>	<u>\$ 1,406,549</u>

December 31, 2016

<u>Description</u>	<u>2015</u>	<u>Additions/ Transfers in</u>	<u>Retirements/ Transfers out</u>	<u>2016</u>
Computer and software	\$ 650,746	\$ 11,700	\$ (1,932)	\$ 660,514
Laboratory equipment	3,881,723	144,440	-	4,026,163
Machine shop equipment	90,259	12,137	-	102,396
Leasehold improvements	1,570,963	-	-	1,570,963
Solar Power Equipment	-	200,000	-	200,000
Other	<u>138,956</u>	<u>6,272</u>	<u>-</u>	<u>145,228</u>
	6,332,647	374,549	(1,932)	6,705,264
Less accumulated depreciation	<u>(6,147,365)</u>	<u>(99,053)</u>	<u>-</u>	<u>(6,246,418)</u>
Net property and equipment	<u>\$ 185,282</u>	<u>\$ 275,496</u>	<u>\$ (1,932)</u>	<u>\$ 458,846</u>

Depreciation and amortization expense of \$57,493, and \$99,053 was recognized during the periods ended June 30, 2017 and December 31, 2016.

6. Accrued Liabilities

Accrued liabilities, at June 30, 2017 and December 31, 2016, was comprised of the following:

	<u>Jun 30, 2017</u>	<u>Dec 31, 2016</u>
Deferred salaries	\$ 607,628	\$ 607,628
Other wages payable	11,698	1,100
Payroll taxes and benefits	136,671	127,489
Legal contingency	<u>150,000</u>	<u>150,000</u>
	<u>\$ 905,997</u>	<u>\$ 886,217</u>

AD ASTRA ROCKET COMPANY and SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

7. Notes Payable and Long-Term Debt

Line of Credit, Related Party

At June 30, 2017 and December 31, 2016, the Company had a \$408,000 line of credit with a related party vendor, owned by a member of the Company's board of directors. The line of credit and related accrued interest of \$148,378 and \$139,790, at June 30, 2017 and December 31, 2016, are due on demand. The interest rate on this line of credit is 3.25% at June 30, 2017 and December 31, 2016.

Notes Payable

The Company had the following notes payable at June 30, 2017 and December 31, 2016:

	<u>Jun 30, 2017</u>	<u>Dec 31, 2016</u>
Note payable to a bank, bearing interest at a fixed rate of 9% per year and due in total monthly payments of \$2,500, including interest, through March 2017, at which date, a balloon payment for the remaining principal balance of \$229,000 is due. The note was originally collateralized by certain customer contracts which ended in December 2014. On March 1, 2017, this note was paid in full.	-	231,048
Note payable to a bank, bearing interest at a fixed rate of 3% per year and due in total monthly payments of \$2,236, including interest, through April 2022, at which date, a balloon payment for the remaining principal and interest balance of \$126,077 is due. At June 30, 2017, the note was uncollateralized.	226,152	-
Demand note payable to a member of the Company's Board of Directors, bearing interest at a fixed rate of 3.25% per year and uncollateralized. The note holder has the right to convert any outstanding principal and or interest into shares of common stock of the Company at the estimated market price at the date of conversion. Accrual interest on this note was \$42,339 and \$34,281 at June 30, 2017 December 31, 2016, respectively.	500,000	500,000
Note payable to a solar panel equipment manufacturer, bearing interest at a fixed rate of 9.50% per year, with principal and interest of \$2,588 due in monthly installments until April 2026. The loan is collateralized with the purchased equipment. The Company has the option to opt out of the purchase agreement with no penalties or fees if proper four-month notice is given to the equipment manufacturer. As of June 30, 2016 the Company does not anticipate opting out of the purchase agreement.	185,185	191,736
Note payable to a bank, bearing interest at a variable rate, currently 3% per year, which can be adjusted quarterly, and due in total monthly payments of \$6,906, including interest, through May 2032. At June 30, 2017, the note is guaranteed by an officer of the Company.	<u>995,313</u>	<u>191,736</u>
	1,906,650	922,784
Less current maturities	<u>(543,591)</u>	<u>(743,642)</u>
Total long-term debt, net of current maturities	<u>\$ 1,363,059</u>	<u>\$ 179,142</u>

AD ASTRA ROCKET COMPANY and SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

7. Notes Payable and Long-Term Debt , continued

Notes Payable, continued

Future minimum principal payments remaining under our notes payable are as follows:

<u>Year</u>	
2017	\$ 543,591
2018	89,798
2019	93,761
2020 and beyond	<u>1,179,500</u>
	<u>\$ 1,906,650</u>

The Company's weighted average interest rate on outstanding short-term debt obligations for the periods ended June 30, 2017 and December 31, 2016 was 3.70% and 4.11%, respectively. The Company's weighted average effective rate on outstanding short-term debt obligations for the periods ended June 30, 2017 and December 31, 2016 was 3.78% and 6.16%, respectively.

8. Stock Incentive Plan

The Company sponsors the Ad Astra Rocket Company 2016 Stock Incentive Plan (the "Plan"). A total of 2,000,000 shares of common stock are reserved for issuance under the Plan. The purpose of the Plan is to promote continued service by certain key employees, non-employee members of the Board of Directors, consultants and other independent advisors, by providing the opportunity to acquire an interest in the Company.

The following table summarizes certain information relative to stock options issued pursuant to the Plan:

	<u>2016 Stock Incentive Plan</u>	
	<u>Shares</u>	<u>Weighted-Average Exercise Price</u>
Outstanding, December 31, 2015	462,300	\$ 3.31
Exercised	(3,000)	(4.17)
Forfeited/cancelled	<u>(288,750)</u>	<u>(1.73)</u>
Outstanding, December 31, 2016	170,550	6.84
Granted	-	-
Forfeited/cancelled	<u>(30,250)</u>	<u>(10.80)</u>
Outstanding, June 30, 2017	<u>140,300</u>	<u>7.11</u>
Exercisable, June 30, 2017	<u>115,300</u>	<u>\$ 7.36</u>

The weighted-average remaining life and weighted-average exercise price of outstanding options at June 30, 2017 were 4.11 years and \$7.11. The exercise prices for outstanding options ranged from \$6.67 to \$10.00 at June 30, 2017, and information relating to such options follows:

AD ASTRA ROCKET COMPANY and SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

8. Stock Incentive Plan, continued

<u>Range of Exercise</u>	<u>Stock Options Outstanding</u>	<u>Stock Options Exercisable</u>	<u>Weighted Average Remaining Contract Life</u>	<u>Weighted Average Exercise Price</u>	<u>Weighted Average Exercise Price of Options Exercisable</u>
\$6.67	111,500	86,500	4.3 years	\$ 6.37	\$ 6.48
\$6.68 - \$10.00	<u>28,800</u>	<u>28,800</u>	3.4 years	\$ 10.00	\$ 10.00
	<u>140,300</u>	<u>115,300</u>			

During the period ended June 30, 2017, the Company did not grant any options. The Company used the Black-Scholes-Merton option pricing model and the following assumptions to calculate weighted-average estimated fair value of the stock options granted under the Plan for the periods ended June 30, 2017 and December 31, 2016:

	<u>Jun 30, 2017</u>	<u>Dec 31, 2016</u>
Expected volatility	N/A	N/A
Risk free interest rate	N/A	N/A
Expected life	N/A	N/A
Weighted average fair value	N/A	N/A

During the year ended December 31, 2016, the Company did not grant any options. The fair value of options expensed under the Plan was \$23,262 and \$48,700 during the periods ended June 30, 2017 and December 31, 2016, respectively.

As of June 30, 2017, there was \$120,000 of unrecognized expense related to non-vested share-based compensation arrangements.

9. Related Party Transactions

At June 30, 2017 and December 31, 2016, accounts payable, related party of \$279,656 were related to system integration services performed by a company owned by a member of the Company's board of directors.

During the periods ended June 30, 2017 and December 31, 2016, the Company leased its Costa Rica laboratory and warehouse from an investment fund and recognized lease expense of \$34,626 and \$83,250, respectively. The investment fund is a related party because it is controlled by an affiliate of the Company's investment banker and shareholder ("Aldesa"). On May 22, 2017 the Company purchased the Costa Rica laboratory and warehouse from Aldesa. At June 30, 2017 and December 31, 2016, there was no outstanding balance due to this affiliate under the lease agreement. During the periods ended June 30, 2017 and December 31, 2016, the Company did not pay Aldesa any commissions.

10. Equity

Common Stock

The Company's Certificate of Incorporation authorizes issuance of 75,000,000 shares of \$0.01 par value common stock. At June 30, 2017 and December 31, 2016, the Company had 21,000,713 shares of common stock issued and outstanding. The Board of Directors may issue any authorized but unissued shares of common stock at prices and under other terms approved by the Board. The Company has not entered into any agreements with common stockholders that provide such stockholders with preferential economic rights not available to all holders of such class of common stock.

AD ASTRA ROCKET COMPANY and SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

10. Equity, continued

Holders of Common Stock are entitled to one vote for each share held and have no preemptive or similar right to subscribe for, or to purchase, any shares of common stock or other securities to be issued by the Company in the future. Holders of shares of Common Stock have no exchange or conversion rights and the shares are not subject to redemption.

The Company is authorized by the Superintendencia General de Valores de Costa Rica ("Sugeval") to undertake Restricted Public Offerings ("RPO") of its Common Stock. These offerings are conducted under Costa Rican law outside of the United States of America. The Company has approved the issuance of up to 1,000,000 shares of Common Stock pursuant to the RPO.

During the period ended June 30, 2017 the Company did not sell any shares of Common Stock pursuant to the RPO nor has it sold any Common stock through private placements.

During the year ended December 31, 2016, the Company sold 3,000 shares of Common Stock pursuant to the exercise of options under the Ad Astra Rocket Company 2016 option plan at a price of \$4.17 per share resulting in cash proceeds of \$12,510. The Company recorded no issuance costs related to this exercise.

Preferred Stock

The Company has 10,000 authorized shares of \$0.01 par value Preferred Stock. The Preferred Stock may be issued in series, with designations, rights, preferences, and limitations determined by the Board of Directors.

Series A Preferred Stock

At June 30, 2017 and December 31, 2016, the Company had 2,200 shares authorized and 369 shares issued and outstanding of \$0.01 par value Series A preferred stock ("Series A"). Series A has a liquidation preference equal to the original purchase price and does not pay a mandatory dividend. Series A is convertible into Common Stock any time at the option of the holder at a price determined by dividing the Series A original issue price by the Series A conversion price in effect at the time of conversion. The Series A conversion price is equal to the original issue price per share divided by 3,000. The Company has the right to redeem Series A for cash at any time after the five year anniversary date of the issuance at a redemption price calculated by multiplying the Series A original issue price by one plus the Prime Rate (as reported by Bloomberg, L.P.) on the date of redemption times the number of years from the applicable Series A original issue date until the date of such calculation with a partial year being expressed by dividing the number of days which have passed since the most recent anniversary by 365, plus all declared but unpaid dividends.

During the periods ended June 30, 2017 and December 31, 2016, the Company did not issue any shares of Series A Preferred Stock.

At June 30, 2017 and December 31, 2016, there were no accumulated, undeclared dividends.

Series C Preferred Stock

At June 30, 2017 and December 31, 2016, the Company had 1,000 shares authorized and 26 issued and outstanding, of \$0.01 par value Series C preferred stock ("Series C"). Series C has a liquidation preference equal to the original purchase price and does not pay a mandatory dividend. The Series C is convertible by the holder into Common Stock within 15 days of notice of redemption from the Company at a price determined by dividing the Series C original issue price by the Series C conversion price in effect at the time of conversion.

The Series C conversion price is equal to the original issue price per share divided by 3,000. The Company has the right to redeem Series C for cash at any time after issuance with a twenty-day written notice at a redemption price equal to the original issue price, plus all declared but unpaid dividends. Series C stock become mandatorily convertible to common shares at a conversion rate of 3,000 common shares for each Series C share if Company closes an underwritten public offering and sale of its common stock pursuant to an effective registration statement under the Securities Act of 1933, as amended.

AD ASTRA ROCKET COMPANY and SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

10. Equity, continued

During the periods ended June 30, 2017 and December 31, 2016, the Company did not issue any shares of Series C Preferred Stock.

At June 30, 2017 and December 31, 2016, there were no accumulated and undeclared dividends.

11. Commitments

Operating Leases

In November of 2015, the Company negotiated a new lease agreement with its related party for office and laboratory space in Liberia, Costa Rica. The term of the agreement is for thirty-six months with base rent of approximately \$7,300 per month. This lease was terminated on May 22, 2017 when the Company purchased the office and laboratory space from its related party.

In June 2017, the Company renewed its lease agreement for office and laboratory space in Webster, Texas. The term of the agreement is for thirty-six months with a one-time option to extend the lease an additional three years. Base rent for the three years beginning in August 1, 2017 and ending July 31, 2020 is \$12,738 per month, if the Company exercises the option for an additional three years the base rent will increase to \$14,012 per month.

Rent expense for the periods ended June 30, 2017 and December 31, 2016 totaled \$156,608, and \$329,852.

Minimum annual rentals under non-cancelable operating leases of more than one year in duration are as follows:

<u>Year</u>	<u>Annual Expense</u>
2017	78,740
2018	152,856
2019	152,856
2020	<u>89,166</u>
	<u>\$ 473,618</u>

12. Contingencies

From time to time, the Company may be involved in various claims and legal actions arising in the ordinary course of business. Management, along with the assistance of counsel, will determine the ultimate disposition and potential impact of these matters on the Company's financial condition, liquidity or results from operations. As of June 30, 2017, the Company is involved in a regulatory tax matter with the taxing authorities in Costa Rica. The taxing authorities have claimed the Company owed taxes and penalties related to ancillary income earned. As a result of this claim, the Company recorded a current liability of \$150,000 to cover the alleged back taxes and penalties, in addition to legal representation for the matter.

13. Subsequent Events

Subsequent events have been evaluated through August 31, 2017 which is the date the consolidated financial statements were available to be issued.

The Company has successfully completed all milestones and deliverables for the second of its three-year Next Space Technology Exploration Partnerships (NextStep) contract with NASA. The fixed price agreement is structured as a one-year contract with two additional one-year extensions, based on successful completion of project milestones. After a successful year-two performance review, the Company received NASA approval on August 7, 2017 to proceed with year-three activities. The value of year-three activities is approximately \$2.9 million.